



The David J. Joseph Company

June 5, 2006

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 26383 FILED

JUN 08 '06

11-15 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, one (1) original and one (1) copy of the Assignment and Assumption Agreement dated as of May 2, 2006 between the following parties:

Lessee:	Globe Metallurgical, Inc. PO Box 157, County Road 32 Beverly, OH 45715
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Schedule 1 for the equipment, (67) railcars, involved in this transaction.

This filing is to appear in the index as follows: Assignment and Assumption Agreement dated as of May 2, 2006 related to sixty seven (67) railcars bearing reporting marks: NIHX 50253-51232, sporadic and NAHX 97030-97244, sporadic.

Please file this agreement as a primary document. The amount of \$34.00 is included on the enclosed check No. 580505 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

**CERTIFICATE**

The undersigned, Julie M. Woodard notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard  
Notary Public



**JULIE M. WOODARD**  
Notary Public, State of Ohio  
My Commission Expires  
September 24, 2007

ASSIGNMENT AND ASSUMPTION AGREEMENT

SURFACE TRANSPORTATION BOARD

This ASSIGNMENT AND ASSUMPTION AGREEMENT ("ASSIGNMENT AND ASSUMPTION AGREEMENT"), dated as of May 2, 2006, is entered into by and between **THE DAVID J. JOSEPH COMPANY** ("LESSOR"), **GLOBE METALLURGICAL, INC.** ("ASSIGNEE"), and **ELKEM METALS COMPANY - ALLOY, L.P.** ("ASSIGNOR"). (All initially capitalized terms used and not otherwise defined in this ASSIGNMENT AND ASSUMPTION AGREEMENT shall have the meanings ascribed to them in the AGREEMENT, as hereinafter defined.)

WHEREAS, ASSIGNOR and ASSIGNEE were parties to a transaction on December 21, 2005, pursuant to which ASSIGNEE assumed, among other things, the lease of the railcars described on Schedule I attached hereto (the "LEASE");

WHEREAS, The LEASE was assigned by General Electric Railcar Services Corporation to LESSOR effective May 2, 2006.

WHEREAS, the railcars are subject to the Lease and identified on Schedule I (the "CARS");

NOW, THEREFORE, for and in consideration of the premises and mutual covenants contained herein, LESSOR, ASSIGNOR and ASSIGNEE agree as follows:

1. ASSIGNOR hereby assigns and transfers all of its right and interest in and to the LEASE as lessee to ASSIGNEE.
2. ASSIGNEE hereby assumes all of the obligations of ASSIGNOR as lessee under the LEASE in connection with the fulfillment of the terms of the Lease.
3. This ASSIGNMENT AND ASSUMPTION AGREEMENT shall inure to the benefit of, and shall be binding upon, LESSOR, ASSIGNOR, ASSIGNEE, and their respective successors and assigns.
4. Amendments to this ASSIGNMENT AND ASSUMPTION AGREEMENT may be made only by an instrument or instruments in writing signed by authorized representative of both parties hereto.
5. LESSOR, through this ASSIGNMENT AND ASSUMPTION AGREEMENT consents to the assignment of the LEASE from ASSIGNOR to ASSIGNEE and releases ASSIGNOR from all obligations under the LEASE.

IN WITNESS WHEREOF, LESSOR, ASSIGNOR and ASSIGNEE have caused this ASSIGNMENT AND ASSUMPTION AGREEMENT to be executed and delivered by their duly authorized representatives as of the date set forth above and effective as of May 2, 2006.

THE DAVID J. JOSEPH COMPANY  
(LESSOR)

By: \_\_\_\_\_

Name: Everett N. Martin

Title: Asst. Corporate Secretary

ELKEM METALS COMPANY - ALLOY, L.P.  
(ASSIGNOR)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

GLOBE METALLURGICAL, INC.

(ASSIGNEE)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**IN WITNESS WHEREOF,** LESSOR, ASSIGNOR and ASSIGNEE have caused this ASSIGNMENT AND ASSUMPTION AGREEMENT to be executed and delivered by their duly authorized representatives as of the date set forth above and effective as of May 2, 2006.

**THE DAVID J. JOSEPH COMPANY  
(LESSOR)**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ELKEM METALS COMPANY – ALLOY, L.P.  
(ASSIGNOR)**

By: \_\_\_\_\_

Name: James M. Zaretsch

Title: Traffic Manager

**GLOBE METALLURGICAL, INC.**

**(ASSIGNEE)**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, LESSOR, ASSIGNOR and ASSIGNEE have caused this ASSIGNMENT AND ASSUMPTION AGREEMENT to be executed and delivered by their duly authorized representatives as of the date set forth above and effective as of May 2, 2006.

**THE DAVID J. JOSEPH COMPANY  
(LESSOR)**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ELKEM METALS COMPANY – ALLOY, L.P.  
(ASSIGNOR)**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**GLOBE METALLURGICAL, INC.**

**(ASSIGNEE)**

By: Vickie L. Hudson

Name: Vickie L. Hudson

Title: VP of Finance

**Schedule 1**  
**to**  
**Assignment and Assumption Agreement**

AAR				AAR			
<u>Unit Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>		<u>Unit Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>	
1	Elkem Metals Alloy, LP	NIHX	50253	35	Elkem Metals Alloy, LP	NIHX	51171
2	Elkem Metals Alloy, LP	NIHX	50287	36	Elkem Metals Alloy, LP	NIHX	51176
3	Elkem Metals Alloy, LP	NIHX	50291	37	Elkem Metals Alloy, LP	NIHX	51178
4	Elkem Metals Alloy, LP	NIHX	50295	38	Elkem Metals Alloy, LP	NIHX	51182
5	Elkem Metals Alloy, LP	NIHX	50313	39	Elkem Metals Alloy, LP	NIHX	51188
6	Elkem Metals Alloy, LP	NIHX	50319	40	Elkem Metals Alloy, LP	NIHX	51191
7	Elkem Metals Alloy, LP	NIHX	50326	41	Elkem Metals Alloy, LP	NIHX	51193
8	Elkem Metals Alloy, LP	NIHX	50333	42	Elkem Metals Alloy, LP	NIHX	51199
9	Elkem Metals Alloy, LP	NIHX	50487	43	Elkem Metals Alloy, LP	NIHX	51201
10	Elkem Metals Alloy, LP	NIHX	50488	44	Elkem Metals Alloy, LP	NIHX	51203
11	Elkem Metals Alloy, LP	NIHX	50489	45	Elkem Metals Alloy, LP	NIHX	51204
12	Elkem Metals Alloy, LP	NIHX	50501	46	Elkem Metals Alloy, LP	NIHX	51207
13	Elkem Metals Alloy, LP	NIHX	50502	47	Elkem Metals Alloy, LP	NIHX	51211
14	Elkem Metals Alloy, LP	NIHX	50503	48	Elkem Metals Alloy, LP	NIHX	51213
15	Elkem Metals Alloy, LP	NIHX	50504	49	Elkem Metals Alloy, LP	NIHX	51217
16	Elkem Metals Alloy, LP	NIHX	50891	50	Elkem Metals Alloy, LP	NIHX	51220
17	Elkem Metals Alloy, LP	NIHX	51029	51	Elkem Metals Alloy, LP	NIHX	51223
18	Elkem Metals Alloy, LP	NIHX	51078	52	Elkem Metals Alloy, LP	NIHX	51224
19	Elkem Metals Alloy, LP	NIHX	51126	53	Elkem Metals Alloy, LP	NIHX	51225
20	Elkem Metals Alloy, LP	NIHX	51127	54	Elkem Metals Alloy, LP	NIHX	51227
21	Elkem Metals Alloy, LP	NIHX	51129	55	Elkem Metals Alloy, LP	NIHX	51232
22	Elkem Metals Alloy, LP	NIHX	51132	56	Elkem Metals Alloy, LP	NAHX	97030
23	Elkem Metals Alloy, LP	NIHX	51133	57	Elkem Metals Alloy, LP	NAHX	97066
24	Elkem Metals Alloy, LP	NIHX	51136	58	Elkem Metals Alloy, LP	NAHX	97070
25	Elkem Metals Alloy, LP	NIHX	51141	59	Elkem Metals Alloy, LP	NAHX	97073
26	Elkem Metals Alloy, LP	NIHX	51143	60	Elkem Metals Alloy, LP	NAHX	97138
27	Elkem Metals Alloy, LP	NIHX	51147	61	Elkem Metals Alloy, LP	NAHX	97146
28	Elkem Metals Alloy, LP	NIHX	51153	62	Elkem Metals Alloy, LP	NAHX	97194
29	Elkem Metals Alloy, LP	NIHX	51154	63	Elkem Metals Alloy, LP	NAHX	97216
30	Elkem Metals Alloy, LP	NIHX	51158	64	Elkem Metals Alloy, LP	NAHX	97226

31	Elkem Metals Alloy, LP	NIHX	51161	65	Elkem Metals Alloy, LP	NAHX	97242
32	Elkem Metals Alloy, LP	NIHX	51164	66	Elkem Metals Alloy, LP	NAHX	97243
33	Elkem Metals Alloy, LP	NIHX	51167	67	Elkem Metals Alloy, LP	NAHX	97244
34	Elkem Metals Alloy, LP	NIHX	51169				

**LEASE:** That certain Rider No. 2 to Car Leasing Agreement No. 4439-97-0, dated as of February 1, 2006, by and between the General Electric Railcar Services Corporation and Elkem Metals Alloy, LP, incorporating by reference the terms of the Master Lease.

**MASTER LEASE:** That certain Car Leasing Agreement No. 4439-97-0, dated as of December 17, 2004, by and between the General Electric Railcar Services Corporation and Elkem Metals Alloy, LP.

Such Lease and Master Lease was assigned by General Electric Railcar Services Corporation to The David J. Joseph Company effective May 2, 2006.